EXHIBIT "5"

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 03/11/2012 Time: 11:30 PM
Location: 1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)

Intro: Discussion about 2011 and 2012 financial strategy

Details:
- Anand proposed to take out 2011 commissions and percentages immediately. The take outs will be based on the percentages applicable to 2011. Ram seconded that.
- Ram proposed to work on accounting the expenses incurred by Novedea as part of the buyout effort. Anand and Ram detailed the following expenses:
    - $195,000/- payout to Srihari
    - $5,000/- lobbying fee
    - $2,700/- investigation fee (approx) in US and India
    - $500/- Khalil training fee
    - $200/- pretty cash (approx)
    - Attorney fee TBD
    - Account fee TBD
    - Other expenses to be verrified
  Ram and Anand to work on accounting these expenses.
- Ram proposed to verify the Corporate card expenses that are incurred since 2011 December until March 2012. These expenses include Ram's take over effort related expenses, Kiran's client travel expenses and Ram's client travel expenses. Ram is going to work on getting a clarity to these expenses.
- Anand proposed to give a corporate card to Kiran once he starts travelling. Ram seconded that. A corporate card will be given to Kiran with a limit of $4,000/-
- Ram proposed to discuss the 2012 shares and percentages. Anand proposed that he would like a 10%/10% commission on the placements done until December 2011 and we should take a 15%/15% commission on the placements done from January 2012. Ram seconded that and proposed that these numbers to be revisited every quarter for any adjustments needed. Anand seconded that keeping in view that the commissions may not be sustainable if there is a need to increase office staff.
- Anand proposed that Ram will be incharge of all direct client engagements. Ram will take 15% commission for the client engagement effort and there will be a 15% placement commission. Ram suggested that these numbers will be revisited in April.
- Ram proposed that the corporate profits will be shared between Ram and Anand in 50/50 percentage points. Anand seconded that. The payout time lines of the dividends will be determined after the accounts are cleared. This exercise will be completed by the end of March.
- Ram proposed to calculate the fixed expenses incurred by the company on a monthly

basis. Anand seconded that. The following items are considered as fixed expenses:
- Salaries
- Rent & Utilities
- Management Insurance
- Akula Associates Advisory services
- Anand Musunur Advisory Services
- Vinod Business Development Services
- Ram's travel expenses

- Ram proposed to earmark a monthly expense account of $1000/- each. Anand seconded that. However, the exact dollar amounts and the time line when the benefits will kick in will be determined after obtaining financial clarity by the end of march.

- Anand proposed that the training fee will be taken 100% by the trainers, while any training related expenses such as payments to teaching assistants, advertisement expenses etc will be born by Novedea. Ram suggested to revisit this at the end of march after gettting a financial clarity.

- Anand proposed that Kishan should be paid a 10% commission on the margins earned by Novedea via new placements in SQl server made between Jan 2012- April 2013 . However, if the company earn margins more than $600,000/- margin Kishna will be paid commision that is not less than $100,000/-. Anand will contribute 30K towards this 100K and Novedea will contribute 70K towards this.

- Ram and Anand agreed that every quarter Swapna and Pallavi will be briefed on the company financials for about an hour.

Date: 04/08/2012 Time: 4:00 PM
Location: 1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)

Intro: Discussion about 2012 financial strategy

Details:
- Ram proposed to put back the margins that are accumulated until March 2012 into the company to balance the books properly and fund the backlog payments in 2011. Anand agreed for the proposal.
- Ram proposed that Ram and Anand will get 5% commissions each for every employee that works for Novedea. The sales and recruiting commissions would be standard 10%/10%. Anand agreed for the proposal with once contingency. The contingency is that, Kishan should be paid a 10% commission on the margins earned by Novedea via new placements in SQl server made between Jan 2012- April 2013   . However, if the company earn margins more than $600,000/- Kishan will be paid commision that is not less than $100,000/-. Ram and Anand will contribute 15K each towards this 100K and Novedea will contribute 70K towards this.
- Payroll of Novedea will be switched to Bank of America from May.
- Received 100K investment from Raj Akula. The payment terms will be 10% profits in Novedea to be provided every quarter for four quarters. A monthly advisory consulting services fee of $1667.00 will be paid to Raj by Novedea.

Novedea Systems Inc Director/Shareholder Meeting Minutes
Date: 07/15/2012 Time: 8:00 AM EST
Location: Phone# 712-775-7100 Pin#926901
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Discuss Expressor/Qlikview/ETL Team/CAGBC/Canada Market .

Details:

- Quickbooks online will be used for timesheet capturing.
- Ram and Anand to start working on office opportunities streamlining.
- Hugo suggested to ramp up Novedea's capacity of consultants for Expressor / Qliktech for potential organic growth opportunities coming through acquisition.
- Anand D suggested that Expressor training to be done internally for our trainees.
- UJ and Mousumi to start working with Viverae.
- Expressor thinks that Novedea is not a strong reseller, but a strong implementation partner. So, it seems that they are hesitant introducing Novedea as a potential integration partner.
- Novedea should do an internal training and build a team of about 5 Expressor / Qlikview developers that can support the organic growth.
- Anand M to talk to Bob Potter about positioning Novedea as a strong integration partner going forward with QlikView.
- We need to build a dependable ETL team (PM, Architect, few developers).
- Consider response / resolution SLAs. How do we measure the resolution time? Expressor Implementation / Application / Database support?
- Check with Hugo if there an SLA document related to Expressor support? What are the typical problems that can happen as part of Expressor support? How long does it take to resolve them?
- Prepare a list of things that can go wrong?
- Anand to talk to Hugo and find out about knowledge transfer to Utpal.
- It will cost about 50K to start the Fulltime placement operations. We will try to make a decision on this in a week or two.
- Montreal could be a potential new market that we can explore. Srikanth of Montreal College of Management & Technology to provide access to Montreal technology market.
- Need to do due diligence on what Novedea and MIMT are getting out of pursueing this new market.

- **Action Items:**
    - CAGBC

- ● Get SLA related documentation from Hugo (AD)
- ● Complete the Contract / SLA documentation (RD / AM / AD).
- ■ ETL Team
  - ● Build a team of Expressor/Qlikview developers (AD / RD)
  - ● Establish Novedea as strategic implementation partners for Expressor / QlikView (AM).
  - ● Start looking at building a strong ETL team for Novedea (AD/RD)
- ■ Fulltime placements revenue channel
  - ● Look at the modalities of building the business channel (AM)
  - ● Finalize the team structure of the channel (AD / RD)
- ■ Canada Market
  - ● Work on corporate collateral (RD / AM)
  - ● Pursue the Canada market (RD)
- ■ Operations:
  - ● Start the timesheet logging from next week (RD)
  - ● Look at Microsoft 365 and Dynamics as CRM tool (RD/AD)

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 07/22/2012 Time: 8:00 AM EST
Location: Phone# 712-775-7100 Pin#926901
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Discuss recent developments.

Details:
- Contract and SLAs with CAGBC will be signed this week.
- Utpal will starting from 30th and will start on CAGBC, Viverae and other QlikTech clients. He has potential to be our ETL Tech Lead or a Practice Lead.
- Going forward, if there is 1400 hours of assured work with 40% margin, then we can hire full time as that will break even.
- Srikanth will shadow Srikanth from technical standpoint. Make sure Utpal doesn't become point of failure for ETL projects.
- Novedea is training about 10 developers in Expressor to kick start the ETL team building.
- Anand D to send Expressor technical trained expertise team names to Anand M. Anand M to talk to Bob Potter to position Novedea as a Analytics Partner.
- Complete a review of Microsoft 365 and Dynamics and finalize on one.
- A decision to be made on full-time placements by end of July.
- Business Analytics is our focus with Cloud/Mobile adaptability to it.
- Lets start thinking about Analytics as a Service and start working in that space.
- Establish Analytics Consulting, Projects and Staffing as three different channels.

- Action Items:
    - Complete CAGBC Contract signing (RD)
    - Complete QlikTech contract signing (AD)
    - Review Microsoft 365 this week (RD/AD)
    - Complete modalities of full-time recruitment operations (AM)
    - Make sure that Gov.data is part of the training(AD)
    - Review company financials (RD/AD)

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 08/12/2012 Time: 8:00 AM EST
Location: Phone# 712-775-7100 Pin#926901
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Discuss recent developments.

Details:
- Anand provided update on Expressor training. Hugo suggested to concentrate on data scripts. Expressor certificates to be issued this week.
- QlikTech partnership documents are submitted. Looking for approval from them.
- 12 members in training and 8 of them will be available for interviews in 2 months.
- 5 members on bench for SQL Server. 2 members on bench for Pega.
- Prepare a competency matrix for Pega to identify the gaps in Pega practice. Anand M to provide the template.
- Pega Implementation life cycle / team structures and where we can fit.
- Approach Pega consulting for placements.

- Action Items:
  - Work on getting in Pega inner circle
  - Complete CAGBC Contract signing (RD)
  - Complete QlikTech contract signing (AD)
  - Review Microsoft 365 this week (RD/AD)
  - Review company financials (RD/AD)

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 09/16/2012 Time: 8:00 AM EST
Location: Phone# 712-775-7100 Pin#926901
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Discuss recent developments.

Details:
- Getting Deloitte and other top tier vendors is the highest priority for us. We need to find alternate ways to get those vendorship by talking to other influential people.
- Ram informed that CAGBC contract did not go through.
- Ram informed that Viverae has some success and failures. We had to pull out 2 consultants and put one senior resource in the team. Client is happy about the whole process. But we need to make sure that this does not repeat.
- Having onboarding process in place is extremely important. We need to make sure that each and every consultant must go through the onboarding process and get sign off.
- All employees will have Novedea emails going forward.
- Anand M suggests that we should start working on with new leads for Business Analytics space from next quarter.

- Action Items:
    - Ram to trainees who is training people about how to train
    - Sign up Pearson and Prometric testing centers
    - Complete QlikTech contract signing (AD)
    - Set Microsoft 365 this week (RD/AD)
    - Make sure that Gov.data is part of the training(AD)
    - Prepare a Novedea employee handbook

Novedea Systems Inc Director/Shareholder Meeting Minutes

Date: 09/23/2012 Time: 8:00 AM EST
Location: Phone# 712-775-7100 Pin#926901
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Discuss recent developments.

Details:

- Viverae issue: Communication gap with the client created issue. We did not notify client that Nilesh will be rolling off via email. We should make sure that these doesn't happen in future. All communication should be crystal clear.
- Anand M says that creating a structure for business process is extremely important to manage it effectively and scale it.
- Resume submission gaffe: We had the same resume submitted for two candidates for the same client. We need to put together a process in place that will avoid these issues at any cost. We cannot afford to do further damage control.
- Srikanth's RFE: Need to work on submitting the response.
- Pega training: Due to communication gap the trainer was paid lot more than originally planned. This is fixed after communicating to the trainer.
- Hugo status: He is not in contact for the past few weeks as he is travelling in Europe. Once he is back we will try to connect with him again.

- Action Items:
    - Ram to trainees who is training people about how to train
    - Sign up Pearson and Prometric testing centers
    - Complete QlikTech contract signing (AD)
    - Set Microsoft 365 this week (RD/AD)
    - Make sure that Gov.data is part of the training(AD)
    - Prepare a Novedea employee handbook

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 10/06/2012 Time: 3:00 PM EST
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Quarterly board meeting.
Agenda:
1. Strategy to Reach 50 employees/consultants that work for us directly
    a. Market has highly severe shortage of resources, so build the pipeline continuously.
    b. Building the pipeline: Improvise current process and open new channels
    c. Pipeline: BI - 10 in Oct, 7 in Nov, 8 in Dec, BPM - 5 Oct, 5 Nov
    d. Pipeline: Train 87 new people by the March 31st so that we can achieve a total of 35 + 12 new placements to meet the goals and compensate for capacity.
    e. Training goals: 15 new trainees per month in BI and ? new trainees per month in BPM
    f. Foundation course: Do a foundation course separately for non-it background folks so that the training period can be reduced to 10 weeks instead of 12 weeks.
2. Strategy to scale the training programs
    a. Increase WOM: Conduct a two day SSAS for alum & Foundation workshop for new bees.
3. Strategy to retain employees
    a. Provide a 2 year learning and development roadmap for people to become an Architect or SME
    b. Develop an ecosystem for engagement and for individual (Technical & Soft Skills)
    c. Design a career path for the people to grow into Architects & PMs
4. Strategy to build a Pega BPM practice
    a. Do the team building - That is key to success
    b. Quality of revenue should be a key ingredient for the growth and sustainability of the company
5. Strategy to acquire 10 direct clients
6. Strategy to build Analytics as a service practice

Details:
- Training website has lot of potential and it came out right. Need to make it stable, scalable and copyright proof.

Action Items:
- Going forward we need to make it completely process oriented. All money in and out need to be accounted for 100%
- **Conduct a two day SSAS for alum & Foundation workshop for new bees.**
- Set up a google group for alumni to interact with each other.
- Ram to mentors the trainers in how to train
- Sign up Pearson and Prometric testing centers

- Complete QlikTech contract signing (AD)
- Set Microsoft 365 this week (RD/AD)
- Make sure that Gov.data is part of the training(AD)
- Prepare a Novedea employee handbook

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 11/18/2012 Time: 8:00 AM EST
Cof# 712-775-7100 Pin# 926901:
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Weekly Meeting.
Details:
- Ram provided TCS status update. Ram told TCS that he can only work on C2C basis. He also forwarded Nag's resume to TCS for SSA position.
- Anand suggested exploring offering the course at UTD. Anand M suggested that the program will loose the appeal once it becomes an academic program. So, its better not to worry about offering it in academic setting.
- Major Challenges: Trainee retainment until they get placed is a challenge. We will mitigate the risk by disclosing upfront and getting an NCA signed.
- Ram to set up electronic signature system to start collecting signatures from students and employees going forward.
- Tom Husseni got us a potential 3 month project which start in a weeks time.
- BPM practice strategy will be to grow the value which will result in value. Need to work on strategy to build the practice effectively. (Understand Gestation Period, Entry Barrier and create Brand Value)
- We should start looking into revenue / cost projection tracking. We should cormplete the process establishment by the end of year and start tracking it from 2012.
    - FTE details
    - Revenue
    - Leakage
    - Man-power cost
    - Non Man-power cost
    - Gorss margin / realization

Action Items:
- Anand M to work with Krystal - Ram to send existing collateral
- Ram to start working with Rajnesh on setting up the Microsoft cloud.
- Going forward we need to make it completely process oriented. All money in and out need to be accounted for 100%
- **Conduct a two day SSAS for alum & Foundation workshop for new bees.**
- Ram to mentors the trainers in how to train
- Sign up Pearson and Prometric testing centers
- Set Microsoft 365 this week (RD/AD)
- Make sure that Gov.data is part of the training(AD)

- Prepare a Novedea employee handbook
- Formalize trainers contract NDA/MSA.
- Exclusive NDA will be part of the hiring process.

Novedea Systems Inc <mark>Director</mark>/Shareholder Meeting Minutes
Date: 01/20/2013 Time: 8:00 AM EST
Cof# 712-775-7100 Pin# 926901:
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Weekly Meeting.
Details:
- One new placement last week in BI. And one new placement in Pega LSA.
- There is a potential DW Architect position with Architecting Innovation.
- Ali is taking QlikView fulltime position with RetailX.
- Potential to open up franchise in Chicago. Can we apply MOOC model? Its better not to spread too thin without proper planning. Controlling quality is extremely important when you start to franchise.
- What is the focus for Chicago market? What is the offering for Chicago Market?
- Are you doing people based expansion or process based expansion? People based expansion is not mature expansion. Process based expansion is a mature model.
- Try to put process, governance and people for Chicago Expansion.
- Define, design and implement the commission's model in the right way.
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- Ram to set up electronic signature system to start collecting signatures from students and employees going forward.
- We should start looking into revenue / cost projection tracking. We should complete the process establishment by the end of year and start tracking it from 2012.
    - FTE details
    - Revenue
    - Leakage
    - Man-power cost
    - Non Man-power cost
    - Gorss margin / realization

Action Items:
- Concentrate on increasing the quality of interview. Intervene heavily after the first interview and get them crack the interview by third interview.
- Try to identify a recruiter and hire them as and when possible.
- Anand M to work with Krystal - Ram to send existing collateral
- Going forward we need to make it completely process oriented. All money in and out need to be accounted for 100%

- **Conduct a two day SSAS for alum & Foundation workshop for new bees.**
- Ram to mentors the trainers in how to train
- Sign up Pearson and Prometric testing centers
- Make sure that Gov.data is part of the training(AD)
- Prepare a Novedea employee handbook
- Formalize trainers contract NDA/MSA.
- Exclusive NDA will be part of the hiring process.

Novedea Systems Inc Director/Shareholder Meeting Minutes
Date: 03/02/2013 Time: 9:00 PM EST
1750 N. Collins Blvd. Richardson TX 75080

Attendees:
Ram Kotamaraja (President & CEO)
Ananda Dasari (Secretary)
Anand Musunur (Advisor)

Intro: Quarterly board meeting.

Agenda:
1. Governance dashboard - A governance dashboard that includes targeted / achieved goals should be created. Anand M to lead this dashboard creation effort
   a. Training tracking
   b. Bench tracking
   c. Marketing tracking
   d. Financial tracking
   e. Employee tracking
   f.
2. Strategy to Reach 50 employees/consultants that work for us directly
   a. Market has highly severe shortage of resources, so build the pipeline continuously.
   b. Building the pipeline: Improvise current process and open new channels
   c. Pipeline: BI - 10 in Oct, 7 in Nov, 8 in Dec, BPM - 5 Oct, 5 Nov
   d. Pipeline: Train 87 new people by the March 31st so that we can achieve a total of 35 + 12 new placements to meet the goals and compensate for capacity.
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   a. Increase WOM: Conduct a two day SSAS for alum & Foundation workshop for new bees.
4. Strategy to retain employees
   a. Provide a 2 year learning and development roadmap for people to become an Architect or SME
   b. Develop an ecosystem for engagement and for individual (Technical & Soft Skills)
   c. Design a career path for the people to grow into Architects & PMs
5. Strategy to build a Pega BPM practice
   a. Do the team building - That is key to success
   b. Quality of revenue should be a key ingredient for the growth and sustainability of the company
6. Strategy to acquire 10 direct clients
7. Strategy to build Analytics as a service practice

Details:
- Training website has lot of potential and it came out right. Need to make it stable,

scalable and copyright proof.

Action Items:
- Going forward we need to make it completely process oriented. All money in and out need to be accounted for 100%
- **Conduct a two day SSAS for alum & Foundation workshop for new bees.**
- Set up a google group for alumni to interact with each other.
- Ram to mentors the trainers in how to train
- Sign up Pearson and Prometric testing centers
- Complete QlikTech contract signing (AD)
- Set Microsoft 365 this week (RD/AD)
- Make sure that Gov.data is part of the training(AD)
- Prepare a Novedea employee handbook